

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA**

In re:)	
)	Chapter 11
)	
SD-Charlotte, LLC, <i>et al.</i> , ¹)	Case No. 20-30149
)	
Debtors.)	Joint Administration Requested
)	
)	

**DEBTORS' MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. § 102
AND 105(a) AND BANKRUPTCY RULES 2002(m) AND 9007
ESTABLISHING CASE MANAGEMENT AND NOTICE PROCEDURES**

SD-Charlotte, LLC, RTHT Investments, LLC, SD Restaurant Group, LLC, SD-Missouri, LLC and Southern Deli Holdings, LLC, debtors and debtors-in-possession in the above-captioned cases (“Debtors”), hereby move (the “Motion”) the Court for entry of an order establishing appropriate notice procedures for these Chapter 11 Cases (as defined below) and authorizing Debtors or their agent, Stretto, to mail notices customarily noticed by the Clerk of the Court. In support of the Motion, Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 102 and 105(a) of title 11, United States Code (the “Bankruptcy Code”) and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

BACKGROUND

3. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of these chapter 11 cases (the “Chapter 11 Cases”) pursuant to Rule 1015(b) of the Bankruptcy Rules.

4. Information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Brian Rosenthal in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “First Day Declaration”),² which has been filed contemporaneously herewith and is incorporated by reference herein.

RELIEF REQUESTED

5. By this Motion, Debtors request entry of an order establishing appropriate notice procedures for these Chapter 11 Cases. For the reasons set forth below, Debtors propose that notice should be limited in these cases on various matters to only the parties affected thereby.

6. Currently, over 2800 creditors and parties in interest may be entitled to receive notice in these Chapter 11 Cases. To require Debtors and other parties in these Chapter 11 Cases to provide notice of all pleadings and other papers filed in this case to these parties in interest would be extremely burdensome and costly to Debtors’ estate, as a result of photocopying and postage expenses as well as other expenses associated with such large mailings.

7. Specifically, Debtors propose that every notice, motion or application, and all briefs, memoranda, affidavits, declarations or other documents filed concurrently in support thereof in these cases (collectively, the “Filings”) and all Filings, complaints and other pleadings filed in any adversary proceeding commenced in these cases (the “Adversary Pleadings”) shall

² Except where otherwise indicated, capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First Day Declaration.

be subject to the notice procedures described below (the “Notice Procedures”), unless otherwise ordered by the Court.

8. Debtors propose that all Filings in these Chapter 11 Cases shall be served upon the following list (the “Master Service List”):

- (i) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina;
- (ii) Debtors and counsel to Debtors;
- (iii) the 30 holders of the largest unsecured claims against the Debtors;
- (iv) counsel for the committee of general unsecured creditors appointed in these Chapter 11 Cases, if any (the “Creditors’ Committee”);
- (v) those persons who have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002 (the “2002 List Parties”);
- (vi) counsel for Prepetition Secured Lender, counsel for DIP Lender, and counsel for the MCA Parties, if known;
- (vii) North Carolina Department of Revenue, Attn: Bankruptcy Unit, P.O. Box 1168, Raleigh, NC 27602;
- (viii) Securities & Exchange Commission, Attn: Office of Reorganization, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, GA 30326; and
- (ix) U.S. Department of the Treasury by service upon the Internal Revenue Service, Attn: Centralized Insolvency Operation, P.O. Box 7346, Philadelphia, PA 19101.

9. With respect to the initial Master Service List, Debtors propose to include the top 30 general unsecured creditors.³ If, and at such time as, a Creditors’ Committee is formed, Debtors will add the attorney for the Creditors’ Committee to the Master Service List and the

³ Contemporaneously herewith, the Debtors have filed *The Debtors’ Motion For An Order: (I) Authorizing The Filing Of (A) Consolidated Master List Of Creditors And (B) Consolidated List Of Top Unsecured Creditors; And (II) Approving The Form And Manner Of Notice Of Commencement*.

members of the Creditors' Committee, and remove the top 30 general unsecured creditors. Debtors have prepared an initial Master Service List, a copy of which is attached hereto as Exhibit A and incorporated herein by reference, which list is consistent with the aforementioned. Furthermore, if notices are required by Rules 2002 (a)(2), (3) or (6), 4001, 6004, 6006, 6007, or 9019, parties shall serve all such Filings on the Master Service List herein and also in accordance with the following procedures, unless otherwise authorized by the Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity having a known interest in the property.
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity having a lien or encumbrance on the affected property.
- c. Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with a known interest in the cash collateral or each entity with a lien or other interest in property on which a lien is proposed to be granted.
- d. Filings relating to approval of proposed compromises or settlements, shall be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby.
- e. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby.
- f. Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all creditors and equity holders of Debtors and parties in interest, except as set forth herein or as otherwise authorized by the Court.

10. All other Filings shall be served on the Master Service List and also on each entity with a particularized interest in the subject of the Filing. Additionally the Debtors will make the Filings readily available on request to the Debtors' proposed noticing and claims agent,

Stretto (the “Claims and Noticing Agent”). The Claims and Noticing Agent shall use reasonable efforts to update the Master Service List as often as practicable, but in no event less frequently than every thirty (30) days. The Claims and Noticing Agent shall provide a copy of the most up-to-date version of the Master Service List to any party in interest requesting a copy of the same and a copy of the Master Service List shall be posted on the Stretto website for Debtors commencing as of the date that is ten (10) days from the date of this Order.

11. The Debtors shall serve the Master Service List by U.S. mail, overnight delivery, hand delivery, e-mail, or Notice of Electronic Filing through the CM/ECF system. Parties other than the Debtors and the Creditors’ Committee shall serve Documents on the Master Service List in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules for the United States Bankruptcy Court for the Western District of North Carolina (the “Local Rules”); provided that service by facsimile by such parties shall not be effective.

12. The 2002 List Parties that have appeared in these Chapter 11 Cases shall be deemed to have consented to service by e-mail or ECF, and such party shall thereby be served in accordance with the case management procedures described herein. Debtors further propose that, except as set forth herein or as otherwise authorized by the Court, proceedings described in Rule 2002 shall be noticed in accordance with the applicable provisions of such rules.

13. Finally, Debtors propose that any entity submitting a Filing be required to serve notice of such Filing on the parties entitled to service of the Filing, the 2002 List Parties and that the notice include the title of the Filing, the time and date of any objection deadline and the hearing date (or other hearing date, as ordered by the Court) at which the Court will consider the Filing (the “Applicable Hearing Date”).

14. To the extent allowed by the Bankruptcy Rules or the Local Rules, notices may include a statement that the relief requested in the Filing will be granted without a hearing if no objection is timely filed.

15. Notice given in accordance with the foregoing Notice Procedures should be deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

Applicable Authority

16. Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the Court, notice of certain matters must be given to, among others, all of Debtors' creditors, equity security holders and other parties in interest. The Bankruptcy Rules, however, further provide, that "the Court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." Fed. R. Bankr. P. 2002(m); see also Fed. R. Bankr. P. 9007 ("When notice is to be given under these rules, the Court shall designate, if not otherwise specified herein, . . . the form and manner in which the notice shall be given.").

17. In addition, section 105(a) of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutory fiat or under equitable common law principles. Specifically, section 105(a) of the Bankruptcy Code provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent the abuse of process.

11 U.S.C. § 105(a). Section 102(1) of the Bankruptcy Code provides that where the Bankruptcy Code provides for an action to occur "after notice and a hearing" that such action may occur

“after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances” 11 U.S.C. § 102(1)(A).

18. There are potentially over 2800 creditors and other parties in interest involved in these Chapter 11 Cases, each of which may be entitled to certain notices, including notice under Rule 2002(a)(2),(3) and (6). Debtors expect several parties to file notices of appearance and requests for notices and copies of pleadings as these cases proceed.

19. The costs associated with copying and mailing or otherwise serving all notices and motions to all creditors and parties in interest would impose an expensive administrative and economic burden on Debtors’ estate and on creditors. Such mass mailings would be extraordinarily costly to Debtors’ estate and require Debtors to divert resources to comply with these administrative requirements.

20. Debtors believe that adopting the Notice Procedures will substantially reduce administrative burdens and result in substantial cost savings to Debtors’ estate because of the reduction of time and money Debtors will have to expend on the Filings. Debtors further believe that adopting the Notice Procedures will also significantly reduce the administrative and economic burden placed on creditors and parties in interest when filing the Filings.

21. The Notice Procedures have been tailored to attempt to ensure that all parties in interest that may be directly affected by the relief sought by a particular Filing or Adversary Pleading will receive notice of such Filing or Adversary Pleading directly from the party submitting the Filing or Adversary Pleading to the Court. Thus, Debtors believe no party will be adversely affected. Limited notice procedures are routinely granted by courts in large chapter 11 cases in order to reduce the expense of the administration of the estate. For these reasons,

Debtors believe the Notice Procedures are appropriate and should be approved and implemented in these Chapter 11 Cases.

22. Debtors propose to serve, within three (3) business days of its entry, a copy of the Order granting the relief requested herein upon all parties in interest in these Chapter 11 Cases. Debtors request that any Order granting the relief requested in the Motion shall become a Final Order if no party in interest in these Chapter 11 Cases has objected to the relief granted herein on or before the 20th day after entry of this Order. If any party in interest objects to the relief granted herein, Debtors request that the Court put such objection on for hearing at the next regularly scheduled hearing date in these Chapter 11 Cases; provided that the notice and case management procedures set forth in any Order granting the Motion shall continue in full force and effect until entry of an Order of the Court expressly superseding such Order.

NOTICE

23. No trustee, examiner, or creditors' committee has been appointed in these Chapter 11 Cases. Debtors have served notice of the Motion on: (i) the 30 holders of the largest general unsecured claims against Debtors; (ii) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina; (iii) counsel for the Prepetition Secured Lender; (iv) counsel for the DIP Lender, (v) counsel for the MCA Parties, if known; (vi) the Securities and Exchange Commission; (vii) the U.S. Department of Treasury; and (viii) all parties who have requested notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, and submits that, given the nature of the relief requested, no other or further notice need be given. No previous application for the relief requested herein has been made by Debtors to this or any other court.

WHEREFORE, Debtors respectfully request entry of the proposed order, substantially attached hereto as Exhibit B, establishing the notice procedures set forth in the Motion for these Chapter 11 Cases and granting such other and further relief as is just.

Dated: February 7, 2020

MOORE & VAN ALLEN PLLC

/S/ Hillary B. Crabtree

Zachary H. Smith (NC Bar 48993)

Hillary B. Crabtree (NC Bar 26500)

Joanne Wu (NC Bar 55044)

100 N. Tryon Street, Suite 4700

Charlotte, NC 28202

Telephone: (704) 331-1000

Facsimile: (704) 339-5968

Email: zacharysmith@mvalaw.com

Email: hillarycrabtree@mvalaw.com

Email: joannewu@mvalaw.com

Proposed Counsel to the Debtors and Debtors-In-Possession

EXHIBIT A

SEE ATTACHED PROPOSED INITIAL MASTER SERVICE LIST

Name	Attention	Address 1	Address 2	City	State	Zip	Country	Telephone	Fax Number	Email Address
Advantage II	Attn: CEO/President	1816 Sea Shell Ct		Windsor	CO	80550				
Advantage Platform Services, Inc.	dba Advantage Capital Funding	Attn: CEO/President	104 E 25th Street, 10th Floor	New York	NY	10010				info@advantagecapitalfunding.com
AJ Equity Group LLC	Attn: Officer or Director	1451 47th Street		Brookland	NY	11219				
AMS Contractors Inc	Attn: Ben Hager	6511 South Rocky River Road		Monroe	NC	28112		704-764-8333		info@amscontractorsinc.com
AMS Contractors Inc	c/o Johnston, Allison & Hord, PA	Attn: Kenneth T. Lautenschlager	PO Box 36469	Charlotte	NC	28236				klauteschlager@jahlaw.com
Amur Equipment Finance, Inc.	Attn: Officer or Director	308 N Locust Street		Grand Island	NE	68801				aeforiginator@amuref.com
APP Funding LLC	c/o The Law Offices of Jason Gang	Attn: Jason A. Gang	1245 Hewlett Plaza, Suite 478	Hewlett	NY	11557				
APP Funding LLC/ Royal Business Group LLC	Attn: Officer or Director	1685 Ralph David Abernathy Blvd		Atlanta	GA	30310				
Bimbo Bakeries USA	Attn: Fred Penny	PO Box 842419		Boston	MA	02284-2419		800-984-0989		
Blue Cross Blue Shield	Attn: Scott P. Serota	PO Box 580017		Charlotte	NC	28258-0017		888-206-4697		
BMF Capital, LLC	Attn: Officer or Director	1820 Avenue M	Suite 125	Brooklyn	NY	11230		646-493-2707		funding@bmfcapitalllc.com
BMF Capital, LLC	c/o Cain and Daniels, Inc.	Attn: Max Lora	4902 Eisenhower Blvd, 2nd Floor	Tampa	FL	33634		813-658-3310	513-440-6905	contact@cainanddaniels.com
BMF Capital, LLC	c/o Regent & Associates	Attn: Christopher Savoy	3601 Audubon Pl	Houston	TX	77006				christopherhandley@savoyassociates.com
Bridge Funding Group, Inc.	Attn: Officer or Director	215 Shilling Circle	Suite 100	Hunt Valley	MD	21031				dmckew@bankunited.com
Bridge Funding Group, Inc.	c/o Cheng Cohen LLC	Attn: Amy Cheng	363 West Erie Street, Suite 500	Chicago	IL	60654				amy.cheng@chengcohen.com
Bridge Funding Group, Inc.	c/o Grier Wright Martinez PA	Attn: Cotten Wright	521 E. Morehead St., Suite 440	Charlotte	NC	28202				cwright@grierlaw.com
Bridge Funding Group, Inc.	c/o Lazer, Aptheker, Rosella & Yedid, PC	Attn: Jennifer L. Silvestro, Esq.	225 Old Country Road	Melville	NY	11747				silvestro@larypc.com
CC Funding	Attn: Officer or Director	505 Park Avenue	6th Floor	New York	NY	10022				info@credit-cash.com
Cheney Brothers	Attn: Byron Russell	1 Cheney Way		Riviera Beach	FL	33404		800-422-1341		webmaster@cheneybrothers.com
Corporation Service Co, as Representative	Attn: Officer or Director	PO Box 2576		Springfield	IL	62708				
CT Corporation System	Attn: SPRS	330 N Brand Blvd	Suite 700	Glendale	CA	91203				
David Joe Philips		201 Telegraph Hill Blvd #2		San Francisco	CA	94133				
Dimension Funding, LLC	Attn: Officer or Director	6 Hughes	Suite 220	Irvine	CA	92618				florida@dimensionfunding.com
DLA Piper LLP	Attn: C. Kevin Kobbe	The Marbury Building	6225 Smith Avenue	Baltimore	MD	21209-3600				kevin.kobbe@dlapiper.com
DLA Piper LLP	Attn: Daniel Simon	One Atlantic Center	1201 West Peachtree Street, Suite 2800	Atlanta	GA	30309-3450				daniel.simon@dlapiper.com
DLA Piper LLP	Attn: David Avraham	444 West Lake Street, Suite 900		Chicago	IL	60606-0089				david.avraham@dlapiper.com
EBF Partners, LLC	c/o Max Recovery Group LLC	Attn: Vadim Serebro	55 Broadway, 3rd Floor	New York	NY	10006				legal@maxrecoverygroup.com
EBF Partners, LLC	dba Everest Business Funding	5 West 37th Street, Suite 1100		New York	NY	10018				isosupport@ev-bf.com
EIN CAP, Inc.	Attn: Russell Naftali	160 Pearl Street	5th Floor	New York	NY	10005		646-661-1017	800-519-7189	r.naftali@eincap.com
EIN CAP, Inc.	c/o Joseph S. Koval	160 Pearl Street, 5th Floor		New York	NY	10005				jkovallaw@gmail.com
FTS Berewick LLC	c/o Aston Properties	Attn: Jackson Smith	610 E. Morehead Street Ste 100	Charlotte	NC	28202		704-361-7337		info@eincap.com
Greer Walker LLP	Attn: Charles T. Greer	227 W Trade Street	Suite 1100	Charlotte	NC	28202		704-377-0239		charles.greer@greerwalker.com
Group 11 Advisors LLC	Attn: Andrew A. Talley	600 City Pkwy W Ste 650		Orange	CA	92868		704-282-4235	714-464-4783	info@group11advisors.com
Hagar Restaurant Service Inc	Attn: CEO/President	6200 NW 2nd Street		Oklahoma City	OK	73127		405-232-184	405-236-5592	okcparts@hagars.com
Hunter Mechanical LLC	Attn: CEO/President	226 Salters Creek Rd		Hampton	VA	23661		757-229-3229		okcservice@hagars.com
IA Matthews Sycamore, LLC	Attn: Thomas P/ McGuinness	3025 Highland Parkway	Suite 350	Downers Grove	IL	60515		630-580-0700		office@huntermechanical.net
Internal Revenue Service	Attn: Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19101-7346				info@inventrustproperties.com
IPFS Corporation	Attn: CEO/President	1055 Broadway 11th Fl		Kansas City	MO	64105		800-256-6316	816-942-0475	
Itria Ventures LLC	Attn: Jordan Parker, Esq.	One Penn Plaza, Suite 4530		New York	NY	10119				
Itria Ventures LLC	Attn: Officer or Director	1000 N West Street, Suite 1200		Wilmington	DE	19801				
Itria Ventures LLC	c/o Kasowitz Benson Torres LLP	1400 16th Street, Suite 400		Denver	CO	80202				soreilly@kasowitz.com
Libertas Funding, LLC	Attn: Officer or Director	382 Greenwich Avenue, Suite 2		Greenwich	CT	06830				customer.service@libertasfunding.com
Loomis	Attn: Artiz Larrea	Dept 0757	PO Box 120001	Dallas	TX	75312-0757		214-271-6651		
Lucent Tech Inc Master Pension Trust	c/o Lincoln Harris Attn: Dawn Kibler	4725 Piedmont Row Dr	Suite 800	Charlotte	NC	28210		704-714-7600		
Mantis Funding, LLC	Attn: Officer or Director	64 Beaver Street, Suite 344		New York	NY	10004				
Mecklenburg County Tax Collector - Prop Tax	Attn: Neal Dixon	PO Box 71063		Charlotte	NC	28272-1063		704-339-7600		taxmeck@mecklenburgcountync.gov
Merchants Food Service	Attn: Tamesha Barnes	PO Box 1351		Hattiesburg	MS	39403-1351		601-224-3303		dstansfield@merchantsfoodservice.com
Minacake	Attn: Michael L King	422 St Remy Blvd		Oxford	MS	38655				
Moore & Van Allen PLLC	Attn: Zachary H. Smith & Hillary B. Crabtree & Joanne Wu & Gabriel Mathless & Jim Langdon	100 North Tryon Street, Suite 4700		Charlotte	NC	28202-4003		704-331-1000	704-339-5968	zacharysmith@mvalaw.com
National Retail Properties	Attn: Jay Whitehurst	PO Box 864205		Orlando	FL	32886-4205		407-265-7348		hillarycrabtree@mvalaw.com
North Carolina Department of Revenue	Attn: Bankruptcy Unit	PO Box 1168		Raleigh	NC	27602-1168				joannewu@mvalaw.com
NUCO2	Attn: CEO/President	PO Box 417902		Boston	MA	02241-7902		800-422-2855	772-781-3500	investorrelations@www.nnnreit.com
P and M Holding Group LLP	Attn: CEO/President	16060 Collections Center Dr		Chicago	IL	60693		248-362-2500		
Performance Food Service	Attn: Craig Hoskins	2801 Alex Lee Blvd		Florence	SC	29506		800-890-6434		
Pritchard & Jerden	Attn: Lawson Burnat, CPCU, VP/ Principal	950 East Paces Ferry Rd NE	Ste. 2000	Atlanta	GA	30326		404-949-1062;		
Region Capital	Attn: Officer or Director	323 Sunny Isles Blvd, Suite 501		Sunny Isles	FL	33160		678-295-0337	404-261-5440	lburnat@pjins.com
Reinhart Foodservice LLC	Attn: CEO/President	6250 N River Road Suite 9000		Rosemont	IL	60018		847-221-6500		info@regioncapitalllc.com
Robinson Bradshaw	Attn: David M. Schilli	101 N Tryon Street, Suite 1900		Charlotte	NC	28246				dschilli@robinsonbradshaw.com
Royal Business Group LLC	Attn: Officer or Director	734 West Broadway		Woodmere	NY	11598				
RPSC Greenwood Retail LLP	Attn: CEO/President	6080 Jericho Tpke Ste 101		Commack	NY	11725				
RTHT Investments, LLC	Attn: Officer or Director	131 East Lincoln Avenue, Suite C		Fort Collins	CO	80524				

Case 2:19-cv-0149 Doc 9 Filed 02/20/20 Entered 02/20/20 14:18 Desc Main Document 1 of 18

Master Service List
As of the Petition Date

Name	Attention	Address 1	Address 2	City	State	Zip	Country	Telephone	Fax Number	Email Address
SD Restaurant Group, LLC	Attn: Officer or Director	131 East Lincoln Avenue, Suite C		Fort Collins	CO	80524				
SD-Charlotte, LLC	Attn: Officer or Director	131 East Lincoln Avenue	Suite C	Fort Collins	CO	80524				
SD-Missouri, LLC	Attn: Officer or Director	131 East Lincoln Avenue	Suite C	Fort Collins	CO	80524				
Securities & Exchange Commission	Attn: Office of Reorganization	950 East Paces Ferry Road, NE, Suite 900		Atlanta	GA	30326				atlanta@sec.gov
Service Properties Trust Corp	c/o The RMR Group LLC	PO Box 776903		Chicago	IL	60677-6903		617-964-8389	617-969-5730	info@svcreit.com
Smith and Greene Company Inc	Attn: Brad Smith	19015 66th Ave South		Kent	WA	98032-1154		425-988-6625		brads@smithandgreene.com
Sonic Industries Inc	Attn: CEO/President	PO Box 268946		Oklahoma City	OK	73126		405-225-5000		
Southern Deli Holdings, LLC	Attn: Officer or Director	131 East Lincoln Avenue	Suite C	Fort Collins	CO	80524				
Spirit Realty LLP	Attn: Jackson Hsieh	2727 North Hanwood Street	Suite 300	Dallas	TX	75201		972 476-1900	800-973-0850	
Store Capital Corporation	Attn: Christopher H. Volk	8377 E Hartford Dr	Suite 100	Scottsdale	AZ	85255		480-256-1100	480-256-1101	info@storecapital.com
STORE Master Funding III, LLC	Attn: Officer or Director	8377 E Hartford Drive	Suite 100	Scottsdale	AZ	85255				info@storecapital.com
TVT 2.0, LLC	Attn: Customer Service	1111 Draper Parkway, Suite 200		Draper	UT	84020				
TVT 2.0, LLC	c/o Parson Behle & Latimer	201 South Main Street, Suite 1800		Salt Lake City	UT	84111				
US Bankruptcy Administrator	Attn: Shelley K. Abel	402 W. Trade Suite, Suite 200		Charlotte	NC	28202				shelley_abel@ncwba.uscourts.gov
US Department of the Treasury	c/o Internal Revenue Service	Attn: Centralized Insolvency Operation	PO Box 7346	Philadelphia	PA	19101-7346				
US Foods, Inc.	Attn: Officer or Director	9399 West Higgins Road		Rosemont	IL	60018				
Yaron Goldman		131 East Lincoln Avenue, Suite C		Fort Collins	CO	80524				

Case 20-30149 Doc 5 Filed 02/07/20 Entered 02/07/20 12:42:54 Desc Main Document Page 12 of 18

EXHIBIT B

SEE ATTACHED PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA**

In re:)	
)	Chapter 11
SD-Charlotte, LLC, <i>et al.</i> , ¹)	
)	Case No. 20-30149
Debtors.)	
)	Joint Administration
)	

ORDER ESTABLISHING NOTICE PROCEDURES

Upon the motion (the “Motion”)² of SD-Charlotte, LLC, RTHT Investments, LLC, SD Restaurant Group, LLC, SD-Missouri, LLC and Southern Deli Holdings, LLC, debtors and debtors-in-possession in the above-captioned case (the “Debtors”), for an order under 11 U.S.C. §§ 102 and 105(a) and Bankruptcy Rules 2002(m) and 9007 establishing certain case management and notice procedures; upon review of the First Day Declaration, consideration of all of the proceedings held before the Court and after due deliberation, the Court makes the following findings of fact and conclusions of law:

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

² Capitalized terms used but not defined herein shall have the meanings ascribed in the Motion.

A. The relief requested in the Motion is in the best interest of Debtors and their estate and the establishment of the Notice Procedures set forth in the Motion are fair and reasonable;

B. Adoption of the Notice Procedures will substantially reduce administrative burdens and result in substantial cost savings to Debtors' estate because of the reduction of time and money Debtors will have to expend on the Filings;

C. Adoption of the Notice Procedures will also significantly reduce the administrative and economic burden placed on creditors and parties in interest when filing the Filings;

D. The Notice Procedures and are tailored to attempt to ensure that all parties in interest that may be directly affected by the relief sought by a particular Filing or Adversary Pleading will receive notice of such Filing or Adversary Pleading directly from the party submitting the Filing or Adversary Pleading to the Court;

E. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;

F. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and

G. Notice of the Motion has been due and sufficient under the circumstances.

Now, therefore, based upon the foregoing, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Notice Procedures are hereby APPROVED.
3. All Filings in these cases shall be served upon the following list (the "Master Service List") of parties or entities:

(i) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina;

(ii) Debtors and counsel to Debtors;

- (iii) the 30 holders of the largest unsecured claims against the Debtors;
- (iv) counsel for the committee of general unsecured creditors appointed in these Chapter 11 Cases, if any (the “Creditors’ Committee”);
- (v) those persons who have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002 (the “2002 List Parties”);
- (vi) counsel to the Prepetition Secured Lender; counsel to the DIP Lender; counsel to the MCA Parties, if known;
- (vii) Securities & Exchange Commission, Attn: Office of Reorganization, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, GA 30326; and
- (viii) U.S. Department of the Treasury by service upon the Internal Revenue Service, Attn: Centralized Insolvency Operation, P.O. Box 7346, Philadelphia, PA 19101.

4. Furthermore, if notices are required by Rules 2002 (a)(2), (3) or (6), 4001, 6004, 6006, 6007, or 9019, parties shall serve all such Filings on the Master Service List herein and also in accordance with the following procedures, unless otherwise authorized by the Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity having a known interest in the property.
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity having a lien or encumbrance on the affected property.
- c. Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with a known interest in the cash collateral or each entity with a lien or other interest in property on which a lien is proposed to be granted.
- d. Filings relating to approval of proposed compromises or settlements, shall be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby.

- e. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby.
- f. Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all creditors and equity holders of Debtors and parties in interest, except as set forth herein or as otherwise authorized by the Court.

5. All other Filings shall be served on the Master Service List and also on each entity with a particularized interest in the subject of the Filing.

6. The Debtors will make the Filings readily available on request to the Debtors' Claims and Noticing Agent. The Claims and Noticing Agent shall use reasonable efforts to update the Master Service List as often as practicable, but in no event less frequently than every thirty (30) days. The Claims and Noticing Agent shall provide a copy of the most up-to-date version of the Master Service List to any party in interest requesting a copy of the same and a copy of the Master Service List shall be posted on the Claims and Noticing Agent website for Debtors commencing as of the date that is ten (10) days from the date of this Order.

6. Except as set forth herein or as otherwise authorized by the Court, proceedings described in Rule 2002 shall be noticed in accordance with the applicable provisions thereof.

7. Any entity submitting a Filing be required to serve notice of such Filing on the parties entitled to service of the Filing, the 2002 List Parties and that the notice include the title of the Filing, the time and date of any objection deadline and the hearing date (or other hearing date, as ordered by the Court) at which the Court will consider the Filing (the "Applicable Hearing Date").

8. To the extent allowed by the Rules of Bankruptcy Procedure (the "Bankruptcy Rules") or the Local Rules for the United States Bankruptcy Court for the Western District of North Carolina (the "Local Rules"), notices may include a statement that the relief requested in the Filing will be granted without a hearing if no objection is timely filed.

9. Exhibit A to the Motion shall serve as the initial Master Service List, and Debtors shall update the Master Service List on a monthly basis to include the names and addresses of any party-in-interest who has made a written request for notice since the prior month, such updated Master Service List to be filed with the Court and circulated to all parties appearing thereon in the event there are changes to the Master Service List.

10. The initial Master Service List includes the top 30 general unsecured creditors, and shall be revised at such time that a Creditors' Committee is formed, if one is formed at all, to (i) include the attorney for the Creditors' Committee and the members of the Creditors' Committee and (ii) remove the top 30 general unsecured creditors, subject to the right of any creditor on either list to make an appearance in these cases and request service in this proceeding pursuant to Bankruptcy Rule 2002.

11. Notice given in accordance with the foregoing Notice Procedures shall be deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

12. Debtors shall, within three (3) business days of its entry, serve a copy of this Order upon all parties in interest in these Chapter 11 Cases. This Order shall become a Final Order if no party in interest in these Chapter 11 Cases has objected to the relief granted herein on or before the 20th day after entry of this Order. If any party in interest objects to the relief granted herein, the Court shall put such objection on for hearing at the next regularly scheduled hearing date in these Chapter 11 Cases; provided that the notice and case management procedures set forth herein shall continue in full force and effect until entry of an Order of the Court expressly superseding this Order.

This Order has been signed electronically.
The Judge's signature and Court's seal
Appear at the top of the Order.

United States Bankruptcy Court